



## EXECUTIVE OFFICER STOCK OWNERSHIP GUIDELINES

### Purpose

The CONMED Corporation Board of Directors (the “Company”) believes that stock ownership by management aligns the financial interests of executive officers with those of its shareholders. The Company uses equity grants with delayed vesting as an integral part of its compensation program for executive officers. Effective December 31, 2025, the guidelines have been amended by the Board of Directors.

### Ownership Guideline Targets

The ownership guideline targets apply to the following executive officers of the Company:

Executive Officer	Ownership Multiple
President & Chief Executive Officer	5.0x base salary
Other Executive Officers	1.5x base salary

### Definition of Ownership

The following will count toward the stock ownership guidelines include:

- Shares owned directly;
- Shares with indirect or shared ownership (e.g., shares jointly owned or held in trust by immediate family);
- Estimated net after-tax shares (using a 34% tax rate) of unvested restricted stock units (RSUs);
- Shares held in a qualified retirement plan (e.g., 401(k) plan account).

The following will not count towards the stock ownership guidelines:

- Unvested and vested options and stock appreciation rights (SARs);
- Performance share units (PSUs) not yet earned; and
- Other derivative instruments convertible into common stock if the instruments have not yet been converted.

### Valuation and Compliance

Compliance with the guidelines shall be evaluated annually on December 31, and not on a running basis. Total Ownership (rounded to the nearest 1,000 shares) shall be calculated as follows:

Total Ownership = Common Stock + Indirect or Shared Ownership + Unvested RSUs @ 2/3 + Shares in 401(k)

$$\text{Percentage of Target Ownership} = \frac{(\text{Total Ownership} \times 52 \text{ Week High})}{\text{Base Salary} * \text{Ownership Multiple}}$$

### Timing to Achieve Target

An executive officer included in the stock ownership guidelines will have up to five (5) years from the time of hire or promotion to achieve the Stock Ownership Target (“Five-year Grace Period”)



If the Ownership Multiple or the calculation methodology for the Share Ownership Target are amended, then all affected executive officers shall have three years from the effective date of the amendment to meet the revised stock ownership guidelines (“Three-Year Grace Period”). Notwithstanding the foregoing, if the executive officer is within the above-referenced Five-year Grace Period, and the amount of time left in the Five-year grace period is longer than the Three-year Grace Period, then the original Five-year Grace Period shall apply.

Each executive officer must retain 50% of all net vested RSUs and exercised Stock Options or SARs (in each case, after-tax) until the minimum share ownership is achieved during a grace period.

### **Compliance**

The Board has the discretion to formally enforce the stock ownership guidelines on a case-by-case basis and can require any of the following actions to be taken:

- Retention of a portion or all stock acquired upon the exercise of Stock Options or SARs, or upon the vesting of RSUs;
- Bonus awards paid in stock;
- Requiring participation in the Employee Stock Purchase Plan;
- Withholding or elimination of future bonus awards; and/or
- Such other measures as the Committee may deem appropriate.

### **Anti-Hedging and Anti-Pledging Policies**

The Company grants stock-based incentives in order to align the interests of the Company with the interests of its shareholders. Accordingly, the Company considers it inappropriate for any executive officer to hedge or to enter into transactions to monetize the value of his or her holdings in Company stock; such transactions allow the holder to own the Company stock without the full risks or rewards of ownership and potentially separate the holder’s interests from those of other Company shareholders. Thus, the Company prohibits executive officers from buying or selling derivative securities related to the Company’s stock such as puts or calls on Company stock since such securities may diminish the alignment that the Company is trying to foster. This policy does not prohibit management from purchasing the Company’s convertible notes or any other security issued directly by the Company that may be a derivative from or into the Company’s common stock.

The Company also prohibits officers from purchasing the Company’s common stock on margin, from borrowing against our equity securities on margin, or from pledging our common stock as collateral for a loan.

### **Administration**

The Board reserves the right to modify, amend, or suspend these guidelines at any time. There may be instances where these guidelines would place a severe hardship on an executive officer, although it is expected that these instances will be rare. The Board will assess any hardship and develop alternative stock ownership guidelines for the executive officer that reflect the intention of these guidelines and his or her personal circumstances.

In the event of a change in the Company’s outstanding capital stock, Board will evaluate whether to adjust the ownership guidelines.